



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 8150-H FILED 1225

No. 4-010A115

Date ... JAN 10 1984 ...

Fee \$ 20.00 ...

ICC Washington, D. C.

JAN 10 1984 -4 10 PM

January 4, 1984

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8150-T FILED 1225

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JAN 10 1984 -4 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Fifth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 20, 1983, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Chemical Bank, 55 Water Street, New York, New York 10041 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1975, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 11 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 28 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 15, 1975, which was recorded with your office on December 22, 1975, and assigned recordation number 8150. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

RECEIVED
JAN 15 PM '84
OPERATION BR.



A MEMBER OF THE MARMON GROUP OF COMPANIES

Page -2-
January 4, 1984
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A. B. Hillman".

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Arthur B. Hillman
Secretary & Assistant General Counsel
Union Tank Car Company
39 South LaSalle Street
Chicago, Illinois 60603

January 10, 1984

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/83 at 4:10PM and assigned recordation number(s). 8150-H, 8150-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SCHEDULE A *QaV*

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
4	TM	14,000	UTLX 24542, 24552- 24554
6	TM	30,612	UTLX 40849, 40851, 40854-40856, 40858
<u>1</u>	TM	20,000	UTLX 67254
11 Total			

Release

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Road Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>
BCIT841184	Box Car	70 Ton
BCIT841366	Box Car	70 Ton
CNI 99549	Gondola	4,000 Cuft.
CNI 99563	Gondola	4,000 Cuft.
UNPX 102078	Gondola	4,000 Cuft.
UTCX 43718	LO	4,750 Cuft.
UTCX 43721	LO	4,750 Cuft.
UTCX 45509	LO	4,750 Cuft.
UTCX 45510	LO	4,750 Cuft.
UTCX 45556	LO	4,750 Cuft.
UTCX 45558	LO	4,750 Cuft.
UTCX 45568	LO	4,750 Cuft.
UTCX 45609	LO	4,750 Cuft.
UTCX 45670	LO	4,750 Cuft.
UTCX 45738	LO	4,750 Cuft.
UTCX 45740	LO	4,750 Cuft.
UTCX 45760	LO	4,750 Cuft.
UTCX 45797	LO	4,750 Cuft.
UTLX 12092	TM	14,500 Gal.
UTLX 40697	TM	30,000 Gal.
UTLX 42974	TA	20,000 Gal.
UTLX 70048	TM	13,500 Gal.
UTLX 70049	TM	13,500 Gal.
UTLX 74718	TM	23,500 Gal.
UTLX 75331	TM	23,500 Gal.
UTLX 75349	TM	23,500 Gal.
UTLX 75857	TM	20,000 Gal.
UTLX 96191	TP	25,700 Gal.

Number of Cars: 28

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

RECORDATION NO. 8150-H FILED 1425

JAN 10 1984 -4 10 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Fifth Supplemental Equipment Trust Agreement dated the 20th day of October, 1983, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4th day of January, 1984.

Carol D'Ascenzo
Notary Public

JAN 10 1984 -4 10 PM

INTERSTATE COMMERCE COMMISSION

This FIFTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 20, 1983 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and CHEMICAL BANK, a corporation duly organized and existing under the laws of the State of New York, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 15, 1975 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 13) (the "Trust Certificates"), in aggregate principal amount of \$40,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; and

WHEREAS, the Company has filed with the Trustee its Request for a substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended, without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Supplemental Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Agreement to be duly executed by their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.


UNION TANK CAR COMPANY

By _____
Executive Vice President


ATTEST:

_____
Secretary

CHEMICAL BANK

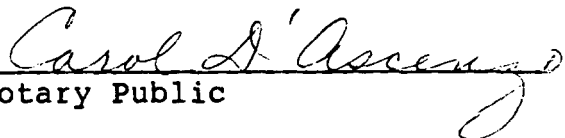
By _____
PRESIDENT

ATTEST:

_____
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20th day of October, 1983, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 South LaSalle Street, Chicago, Illinois 60603; that he is an Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal affixed to the foregoing instrument is the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 12 day of December, 1983, before me personally came T. J. FOLEY, to me known, who, being by me duly sworn, did depose and say that he resides at 94 S. FOURTH ST., EIGHTH FLOOR, N.Y. 10014; that he is a VICE PRESIDENT of Chemical Bank, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

VIRGINIA BARAZOTTI
Notary Public, State of New York
No. 41-4734647
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1985

added

Series 13

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

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<u>1</u>	TM	20,000	UTLX 67254
11 Total			

Released

Series 13

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